



ANTHONY J. BARTON  
DIRECTOR EQUIPMENT FINANCING &  
ASSISTANT TREASURER

RECORDATION NO. 24558-B FILED

JAN 23 '04

12-51 PM

SURFACE TRANSPORTATION BOARD

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

January 22, 2004

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Supplement No. 2 dated  
as of January 16, 2004.

This document is a secondary document, supplementing the Memorandum of Railcar Manufacturing Agreement dated as of July 30, 2003, recorded on August 22, 2003, recordation number 24558.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Johnstown America Corporation (Manufacturer)  
17 Johns Street  
Johnstown, PA 15901

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
89'-4" flat car without end bulkheads for 286,000 lb. GRL	FC	200	XTTX	142300-142499

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$30.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Supplement covering 200, 89'-4" flat cars without end bulkheads designed for 286,000 lb. GRL; XTTX, numbered 142300-142499."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Anthony J. Barto", with a long horizontal flourish extending to the right.

Enclosures

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## MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT SUPPLEMENT NO. 2 dated as of January 16, 2004, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Johnstown America Corporation, a Delaware corporation, with an address at 17 Johns St, Johnstown, Pennsylvania 15901 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of July 30, 2003, (the "Agreement") and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on August 22, 2003 at 11:59 AM, recordation number 24558.

WHEREAS, the Parties have supplemented the Agreement by entering into Manufacturing Agreement Supplement No. 2, dated as of January 16, 2004, (the "Supplement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the additional equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Supplement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Supplement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: 

Product Line Manager

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TTX COMPANY

By: 

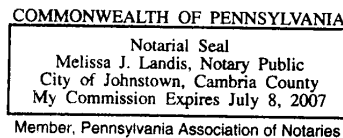
Vice President and Chief Financial Officer

SURFACE TRANSPORTATION BOARD

[illegible]

On this 21<sup>st</sup> day of January, 2004 before me personally appears Michael Crisatelli, to me personally known, who by me duly sworn, says that he is Product Line Manager of Johnstown America Corporation (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Melissa J. Landis  
Notary Public

My Commission expires:

[illegible]

On this 22<sup>nd</sup> day of January, 2004, before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Eustrom  
Notary Public

(SEAL)

My Commission expires:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
SUPPLEMENT NO. 2  
DATED JANUARY 16, 2004**

**TTX Contract #T-4003-B  
JAC Lot# 1400-975**

**EQUIPMENT**

200 XTTX Cars marked 142300 through 142499 (both inclusive).